

JUL 30 2008

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To:
Company: USPTO
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Date: July 30, 2008
Re: Submission of Articles of Amalgamation
Total Pages: 12 (including cover)
File Number: T8466293US
CopyTrak #: 8529

If fax transmission problems occur, you may scan and email to the supplied email address.

Attached please find all documentation with respect to Submission of Articles of Amalgamation.

Please do not hesitate to contact me should further information be required.

I hereby certify that the attached Transmittal Form is being facsimile transmitted to the United States Patent and Trademark Office on the date shown below.

Grant W.C. Tisdall, Reg. 53,902

Date: July 30, 2008



Signature

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IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In The Matter of United States Patent:

Patent No. : 7,007,093
Filed : March 1, 2001
Title : NETWORK RESOURCE CONTROL SYSTEM
Our File : T8466293US
Date : July 30, 2008

The Honorable Commissioner of Patents and Trademarks
Washington, D.C.
United States of America 20231

SUBMISSION OF ARTICLES OF AMALGAMATION

Dear Commissioner of Patents:

We submit herewith Articles of Amalgamation documents for the merger of
Spicer Corporation with and into Printer on Inc. under the name of Printer on Inc.

It is requested that this document be registered against the above-identified
application.

The prescribed registration fee of \$40.00 is included with today's payment. The
Office is requested to debit our Account 07-1750 in the amount of \$40.00.

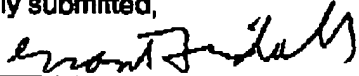
The Office is respectfully requested to acknowledge the filing of the above-
referenced Articles of Amalgamation.

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The Office is invited to contact the undersigned at (416) 862-4318 should further information be required. All correspondence should be directed to our below listed address.

Respectfully submitted,



Grant Tisdall
Registration No. 53,902

Gowling Lafleur Henderson LLP
Suite 1600, 1 First Canadian Place, 100 King Street West
Toronto, Ontario
Canada M5X 1G5
(416) 862-7525

Encl.

[TOP_LAW692322811]

PAGE 4/12 * RCVD AT 7/30/2008 1:47:06 PM [Eastern Daylight Time] * SVR:USPTO-EFXRF-5/28 * DNIS:2738300 * CSID:GLH * DURATION (mm:ss):03:42

5. Method of amalgamation, check A or B
Méthode choisie pour la fusion - Cocher A ou B :

A - Amalgamation Agreement / Convention de fusion :



or
ou

The amalgamation agreement has been duly adopted by the shareholders of each of the amalgamating corporations as required by subsection 178 (4) of the *Business Corporations Act* on the date set out below.
Les actionnaires de chaque société qui fusionnent ont dûment adopté la convention de fusion conformément au paragraphe 178(4) de la Loi sur les sociétés par actions à la date mentionnée ci-dessous.

B - Amalgamation of a holding corporation and one or more of its subsidiaries or amalgamation of subsidiaries / Fusion d'une société mère avec une ou plusieurs de ses filiales ou fusion de filiales :



The amalgamation has been approved by the directors of each amalgamating corporation by a resolution as required by section 177 of the *Business Corporations Act* on the date set out below.
Les administrateurs de chaque société qui fusionnent ont approuvé la fusion par voie de résolution conformément à l'article 177 de la Loi sur les sociétés par actions à la date mentionnée ci-dessous.

The articles of amalgamation in substance contain the provisions of the articles of incorporation of
Les statuts de fusion représentent essentiellement les dispositions des statuts constitutifs de

PrinterOn Inc.

and are more particularly set out in these articles.
et sont énoncés textuellement aux présents statuts.

Names of amalgamating corporations <i>Dénomination sociale des sociétés qui fusionnent</i>	Ontario Corporation Number <i>Numéro de la société en Ontario</i>	Date of Adoption/Approval <i>Date d'adoption ou d'approbation</i>		
		<i>Year</i> <i>année</i>	<i>Month</i> <i>mois</i>	<i>Day</i> <i>jour</i>
SPICER CORPORATION	1404981	2008	07	03
PRINTERON INC.	1410036	2008	07	03

6. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise.
Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la société.

None

7. The classes and any maximum number of shares that the corporation is authorized to issue:
Catégories et nombre maximal, s'il y a lieu, d'actions que la société est autorisée à émettre :

The Corporation is authorized to issue an unlimited number of Common Shares.

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- B. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series:

Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachées à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série :

The rights, privileges, restrictions and conditions attaching to the Common Shares shall include the following:

1. **Payment of Dividends:** The holders of the Common Shares shall be entitled to receive dividends if, as and when declared by the Board of Directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends in such amounts and payable in such manner as the Board of Directors may from time to time determine. Subject to the rights of the holders of any other class of shares of the Corporation entitled to receive dividends in priority to or rateably with the holders of the Common Shares, the Board of Directors may in its sole discretion declare dividends on the Common Shares to the exclusion of any other class of shares in the capital stock of the Corporation.
2. **Participation upon Liquidation, Dissolution or Winding Up:** In the event of the liquidation, dissolution or winding up of the Corporation or other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs, the holders of the Common Shares shall, subject to the rights of the holders of any other class of shares of the Corporation entitled to receive the assets of the Corporation upon such a distribution in priority to or rateably with the holders of the Common Shares, be entitled to participate rateably in any distribution of the assets of the Corporation.
3. **Voting Rights:** The holders of the Common Shares shall be entitled to receive notice of and to attend all annual and special meetings of the shareholders of the Corporation and to one vote in respect of each Common Share held at all such meetings.

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9. The issue, transfer or ownership of shares is/are not restricted and the restrictions (if any) are as follows:
L'émission, le transfert ou la propriété d'actions est/est pas restreint. Les restrictions, s'il y a lieu, sont les suivantes :

No share of the Corporation shall be transferred without the consent of the board of directors or the shareholders of the Corporation expressed by a resolution passed by the board of directors or the shareholders of the Corporation.

10. Other provisions, (if any):
Autres dispositions, s'il y a lieu :

(a) The number of shareholders of the Corporation exclusive of persons who are in its employment and exclusive of persons who, having been formerly in the employment of the Corporation were, while in that employment, and have continued after termination of that employment to be, shareholders of the Corporation is limited to not more than fifty, two or more persons who are the joint registered owners of one or more shares being counted as one shareholder; and

(b) Any invitation to the public to subscribe for securities of the Corporation is prohibited.

11. The statements required by subsection 178(2) of the Business Corporations Act are attached as Schedule "A".
Les déclarations exigées aux termes du paragraphe 178(2) de la Loi sur les sociétés par actions constituent l'annexe A.
12. A copy of the amalgamation agreement or directors' resolutions (as the case may be) is/are attached as Schedule "B".
Une copie de la convention de fusion ou les résolutions des administrateurs (selon le cas) constitue(nt) l'annexe B.

07121F (07/2007)

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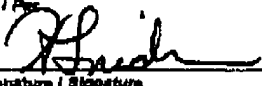
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These articles are signed in duplicate.
Les présents statuts sont signés en double exemplaire.

Name and original signature of a director or authorized signing officer of each of the amalgamating corporations. Include the name of each corporation, the signatories name and description of office (e.g. president, secretary). Only a director or authorized signing officer can sign on behalf of the corporation. / Nom et signature originale d'un administrateur ou d'un signataire autorisé de chaque société qui fusionne. Indiquer la dénomination sociale de chaque société, le nom du signataire et sa fonction (p. ex. : président, secrétaire). Seul un administrateur ou un dirigeant habilité peut signer au nom de la société.

SPICER CORPORATION

Names of Corporations / Dénomination sociale des sociétés		
By / Par		
	Holly Snider	Secretary
Signature / Signature	Print name of signatory / Nom du signataire en lettres moulées	Description of Office / Fonction

PRINTERON INC.

Names of Corporations / Dénomination sociale des sociétés		
By / Par		
	Holly Snider	Secretary
Signature / Signature	Print name of signatory / Nom du signataire en lettres moulées	Description of Office / Fonction

Names of Corporations / Dénomination sociale des sociétés		
By / Par		
Signature / Signature	Print name of signatory / Nom du signataire en lettres moulées	Description of Office / Fonction

Names of Corporations / Dénomination sociale des sociétés		
By / Par		
Signature / Signature	Print name of signatory / Nom du signataire en lettres moulées	Description of Office / Fonction

Names of Corporations / Dénomination sociale des sociétés		
By / Par		
Signature / Signature	Print name of signatory / Nom du signataire en lettres moulées	Description of Office / Fonction

071212 (05/2007)


Schedule "A"**STATEMENT OF OFFICER**

RE: Amalgamation of PrinterOn Inc. and Spicer Corporation.

I, **HOLLY SNIDER**, make this statement in respect of the amalgamation of PrinterOn Inc. and Spicer Corporation (the "Amalgamation") pursuant to Section 174 of the *Business Corporations Act* (Ontario) (the "Act"):

1. I am the Secretary of PrinterOn Inc. and of Spicer Corporation (the "Amalgamating Corporations").
2. I have conducted an examination of the books and records of the Amalgamating Corporations and have made any inquiries and investigations that are necessary to enable me to make this statement.
3. There are reasonable grounds for believing that:
 - (a) the Amalgamating Corporations are, and the amalgamated corporation (the "Amalgamated Corporation") continuing from the Amalgamation will be, able to pay their respective liabilities as they become due;
 - (b) the realizable value of the Amalgamated Corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes; and
 - (c) no creditor of the Amalgamating Corporations will be prejudiced by the Amalgamation.

DATED July 3 2008.



Holly Snider

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SCHEDULE B-1
CERTIFIED
RESOLUTIONS OF THE SOLE DIRECTOR
OF
PRINTERON INC.
(the "Corporation")

Approval of Amalgamation with Spicer Corporation

WHEREAS:

- A. The Corporation and Spicer Corporation are both wholly-owned subsidiaries of PrinterOn Corporation and were both incorporated in the Province of Ontario.
- B. The Corporation and Spicer Corporation have agreed to amalgamate pursuant to Section 177(2) of the *Business Corporations Act* (Ontario) (the "Act").

NOW THEREFORE BE IT RESOLVED THAT:

- 1. The Corporation's amalgamation with Spicer Corporation, pursuant to Section 177(2) of the Act, is approved.
- 2. All of the issued and outstanding shares of Spicer Corporation will be cancelled without any repayment of capital in respect of those shares.
- 3. The by-laws of the amalgamated corporation will be the same as the Corporation's by-laws.
- 4. The Articles of Amalgamation of the amalgamated corporation will be the same as the Corporation's Articles of Incorporation.
- 5. Subject to the issuance of the Certificate of Amalgamation, the stated capital of Spicer Corporation will be added to the Corporation's stated capital.
- 6. Any officer of the Corporation is authorized to do all things and sign all documents necessary or desirable to implement these resolutions, including signing Articles of Amalgamation and filing them with the Director appointed under the Act.

CERTIFIED TO BE A TRUE AND CORRECT COPY of Resolutions consented to by the sole Director of PrinterOn Inc., which Resolutions are in full force and effect, unamended, as of the date hereof.

DATED July 3 2008.


Secretary - Holly Snider

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JUL 30 2008

SCHEDULE B-2
CERTIFIED
RESOLUTIONS OF THE SOLE DIRECTOR
OF
SPICER CORPORATION
(the "Corporation")

Approval of Amalgamation with PrinterOn Inc.

WHEREAS:

- A. The Corporation and PrinterOn Inc. are both wholly-owned subsidiaries of PrinterOn Corporation and were both incorporated in the Province of Ontario.
- B. The Corporation and PrinterOn Inc. have agreed to amalgamate pursuant to Section 177(2) of the *Business Corporations Act* (Ontario) (the "Act").

NOW THEREFORE BE IT RESOLVED THAT:

- 1. The Corporation's amalgamation with PrinterOn Inc., pursuant to Section 177(2) of the Act, is approved.
- 2. Subject to the issuance of a Certificate of Amalgamation, all shares in the Corporation's capital, including all shares that have been issued and are outstanding, will be cancelled without any repayment of capital in respect of those shares.
- 3. The by-laws of the amalgamated corporation will be the same as the by-laws of PrinterOn Inc.
- 4. The Articles of Amalgamation of the amalgamated corporation will be the same as the Articles of Incorporation of PrinterOn Inc.
- 5. Subject to the issuance of the Certificate of Amalgamation, the Corporation's stated capital will be added to the stated capital of PrinterOn Inc.
- 6. Any officer of the Corporation is authorized to do all things and sign all documents necessary or desirable to implement these resolutions, including signing Articles of Amalgamation and filing them with the Director appointed under the Act.

CERTIFIED TO BE A TRUE AND CORRECT COPY of Resolutions consented to by the sole Director of Spicer Corporation, which Resolutions are in full force and effect, unamended, as of the date hereof.

DATED July 3 2008.


Secretary - Holly Snider

WAT_LAW 3269921